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FORM D SEG Mail Vail Processing Section

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

AUG 1 1 2008

FORM D

Washington, DOOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

0)	4D 4DDDOU41	
Or Or	MB APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	August 31, 2008	
Estimated average bur	den	

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	SEC USI	ONLY	
Prefix	1	Serial	
	DATE RE	CEIVED	
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Name of Offering (check if this is an amenda	ment and name has changed, and indicate change.)	<u> </u>	
Limited Partnership Interests			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □	Section 4(6) 🗆 ULOE	
Type of Filing: ■ New Filing □ Amendmen	ı		
	A. BASIC IDENTIFICATIO	N DATA	
1. Enter the information requested about the iss	suer		08057850
Name of Issuer (□ check if this is an amendment	nt and name has changed, and indicate change.)		
NBGE AIV II (LF), L.P.			
Address of Executive Offices (Number ar	d Street, City, State, Zip Code)	Telephone Numbe	r (Including Area Code)
950 Winter Street, Suite 4600, Waltham, MA	02451	781-290-0004	
Address of Principal Business Operations (if different from Executive Offices)	Telephone Numbe	r (Including Area Code)	
Brief Description of Business:			
to engage in venture capital and private equ	îty investments		
Type of Business Organization			PROCESSED
☐ corporation .	□ limited partnership, already formed	□ other (please spe	
☐ business trust	■ limited partnership, to be formed		AUG 1 4 2008
Actual or Estimated Date of Incorporation or O Jurisdiction of Incorporation or Organization: (Month Year rganization 08 08 □ Actual Enter two-letter U.S. Postal Service abbreviation fo CN for Canada; FN for other foreign juris		THOMSON REUTERS

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

<u></u>			NOTO : MICH D : M :				
		A. BASIC IDENT	IFICATION DATA				
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ General Partner		
Full Name (Last name first, if individual)							
North Bridge Growth Management, L.I							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
950 Winter Street, Suite 4600, Waltham	, MA 02451						
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	 						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)		· ·			0.0		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

Business or Residence Address

					В	. INFORM	ATION AB	OUT OFFE	RING					<u> </u>
						11. 1						Ye		No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							*****			•				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?									•	n/a				
2.	W IIa	t is use nimilii	ium mivesumei	it that will be	accepted in	nn any morv	ibuai?			****************	************	³ Ye		No
3.	Does	the offering	permit joint o	wnership of a	single unit?	• • • • • • • • • • • • • • • • • • • •	*******************	**************				•	~ =	
4.	simil assoc deale for th	lar remuneraticiated person er. If more the hat broker or		ation of purch proker or deal rsons to be list	asers in conr er registered	ection with with the SE	sales of secu C and/or wit	rities in the o	offering. If a tates, list the	person to be name of the l	listed is an proker or			
Full Nor		(Last name i	irst, if individ	ual)										
		r Decidence	Addres's (Num	her and Street	t City State	Zin Code)								
Dus	111635	n Residence	radiess (ivaii	ioei and succ	i, City, State	, zip code)								
Nan	ne of A	Associated Br	oker or Dealer	· · · · · ·					_					
Stat	es in w		Listed Has So											
			States" or che									All Stat		
_ [_ [AL] [IL] [MT] [RI]	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI}	_ [HI] _ [MS _ [OR _ [WY	.]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name	(Last name fi	rst, if individi	ıal)										
					. 60									
Bus	iness o	or Kesidence /	Address (Nu	mber and Sire	et, City, Sta	te, Zip Code	•)							
Nan	ne of A	ssociated Bn	oker or Dealer			·								
Stat	es in w	hich Person	Listed Has So	licited or Inter	nds to Solici	t Purchasers								
		(Check "All	States" or che	eck individual	States)							All Stat	ies	
f.	ALJ	_ [AK]	_ [AZ]	_ [AR]	_ [CA]	_ [CO]	_ (CT)	_ [DE]	_ [DC]	_ [FL]	_ [GA]	_ (HI)		_ [ID]
_ [[IL]	_ [IN]	_ [IA]	_ {KS}	_ [KY]	_ [LA]	141 [2]	_ [141D]	_ [MA]	_ [MI]	_ [MN]	_ [MS		_ [MO]
	MT) RIJ	_ [NE] _ [SC]	_ (NV) _ (SD)	_ [NH] _ [TN]	_ [NJ] _ [TX]	_ [NM] _ [UT]	_ [NY] _ [VT]	_ [NC] _ [VA]	[ND] [WA]	_ [OH] _ [WV]	_ [OK] _ [WI]	_ [OR _ [WY	.] /]	_ [PA] _ [PR]
Full	Name	(Last name f	irst, if individ											
				•										
Bus	iness o	r Residence A	Address (Nu	mber and Stre	et, City, Sta	te, Zip Code)							
Nan	ne of A	ssociated Bro	ker or Dealer								<u> </u>			
Stat	es in w	hich Person l	isted Has So	licited or Inter	nds to Solici	t Purchasers								
		(Check "All	States" or che	eck individual	States)		***************************************	•••••			ㅁ	All Stat	cs	
	AL]	_ [AK]	_ [AZ]	_ [AR]	_ [CA]	_ [CO]	_ [CT]	_ [DE]	_ [DC]	_ [FL]	_ [GA]	_ (HI)		_ [ID]
	[IL] [MT]	_ [NE]	_ (IA) _ (NV)	_ [KS] _ [NH]	_ [KY] _ [NJ]	_ [LA] _ [NM]	_ [ME] _ [NY]	_ [MD] _ [NC]	_ [MA] _ [ND]	_ [MI] _ [OH]	_ [MN] _ [OK]	_ [MS _ [OR		_ [MO] _ [PA]
	RIJ	- įscį	įsdį	- [NT]	[XX]	UT	įvri	[VA]	[WA]	~ įwvi	_ (WI)	- iw		[PR]

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

l.	Enter the aggregate offering price of securities included in this offering and the total amount		
	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	\$
	Equity	s	S
	D Common D Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$ 15,000,000	\$ <u> </u>
	Other (Specify)	\$	\$
	Total	\$ 15,000,000	s <u>0</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		5
	Answer also in Appendix, Column 4, if filing under ULOE		*
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A		S
	Rule 504		s
	Total		·
	TVM		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	s
	Printing and Engraving Costs	О	s
	Legal Fees	-	\$ 30,000
	Accounting Fees	-	s
	Engineering Fees	·	s
	Sales Commissions (specify finders' fees separately)	_	s
		٥	·
	Other Expenses (identify)	0	S
	Total	_	\$ 30,000

	 b. Enter the difference between the aggregate offering price given in response to Part C – 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 	\$14,970,000			
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an es and check the box to the left of the estimate. The total of the payments listed must equal t adjusted gross proceeds to the issuer set forth in response to Pan C - Question 4.b above.	stimate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		s	0	S
	Purchase of real estate	0	S	٥	s
	Purchase, rental or leasing and installation of machinery and equipment	0	S	0	s
	Construction or leasing of plant buildings and facilities	O	\$	0	S
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).	0	s	o	s
	Repayment of indebtedness	_	s	0	S
	Working capital	Ö	s	_	s14,970,000
	Other (specify):	. 0	\$	0	s
			S	o	s
	Column Totals		s <u> </u>		s 1 <u>4,970</u> ,000
	Total Payments Listed (column totals added)		■ \$ <u>14</u> ,	970,0	<u>0</u> 0
	D. FEDERAL SIGNATU	JRE			
an	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon a caccredited investor pursuant to paragraph (b)(2) of Rule 502.				
	GE AIV II (LF), L.P.		Date August 1, 2008		



ATTENTION

By: North Bridge Growth Management L.P. By: NBGE GP, LLC

By its Founding Managing Director

Title of Signer (Print or Type)

Name of Signer (Print or Type)

Michael Pehl

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)